

9-29-99

10-04-1999

Form PTO-1594
1-31-92



HEET
Y

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissione.

101160709

attached original documents or copy thereof.

1. Name of conveying party(ies):

ABP Holdings, Inc.

- ☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other -

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Interest ☐ Change of Name
☐ Other

Execution Date: May 14, 1999

2. Name and address of receiving party(ies):

Name: Paribas

Internal Address:

Street Address: 787 Seventh Avenue

City: New York State: New York Zip Code: 10019

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation
☒ Other - Collateral Agent

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Trademark Registration No.(s)

2,146,927

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

10

7. Total fee (37 CFR 3.41): \$ 265.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Brian T. Jaenicke

Name of Person Signing

Signature

Date

9/29/99

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
MOCHA BLAST	2,146,927	March 31, 1998
CHOICES FROM AU BON PAIN	2,004,703	October 1, 1996
AU BON PAIN	1,757,444	March 9, 1993
AU BON PAIN THE FRENCH BAKERY CAFE	1,289,415	August 7, 1984
AU BON PAIN	1,134,895	May 6, 1980
AU BON PAIN	1,270,374	March 13, 1984
AU BON PAIN THE BAKERY CAFE	2,203,593	November 17, 1998
Design Only	2,139,010	February 24, 1998
AU BON CAFE	2,138,338	February 24, 1998
CHOICES AU BON PAIN	2,040,393	February 25, 1997

**GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ABP Holdings, Inc., a Delaware corporation (the "Grantor") with principal offices at 19 Fid Kennedy Avenue, Boston Massachusetts 02110, hereby grants to Paribas, as Collateral Agent, with principal offices at 787 Seventh Avenue, New York, New York 10019 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor under the Security Agreement between ABP Corporation, a Delaware corporation, and the Grantee, dated as of May 12, 1999 (as amended from time to time, the Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement the provisions of the Security Agreement shall govern.

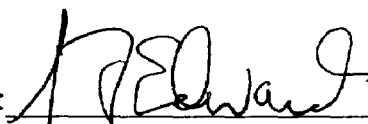
* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

14th day of May, 1999.

ABP HOLDINGS, INC.

Grantor

By: 

Name: Stephen F. Edwards

Title: President and Secretary

PARIBAS

as Collateral Agent

Grantee

By: _____

Name: _____

Title: _____

1st day of May, 1999. IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

ABP HOLDINGS, INC.
Grantor

By: _____
Name:
Title:

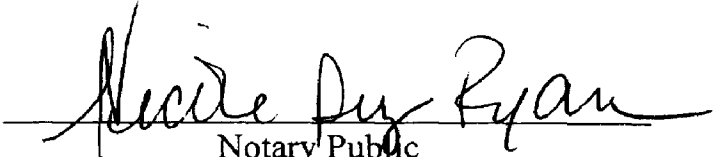
PARIBAS
as Collateral Agent
Grantee

By: *P. de Filippis*
Name: *P. de Filippis*
Title: *Director*

By: *Edward T. Irwin*
Edward T. Irwin
Managing Director

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

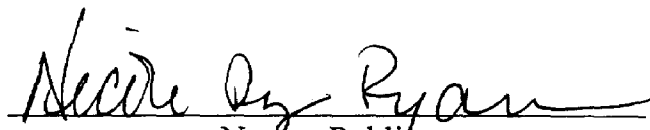
On this 14 day of May, 1999, before me personally came Stephen F. Edwards who, being by me duly sworn, did state as follows: that he is President and Secretary of ABP Holdings, Inc., Grantor, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

NICOLE FVY RYAN
Notary Public, State of New York
No. 01978015161
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Oct. 28, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 14th day of May, 1999, before me personally came PS de. Filippis who, being by me duly sworn, did state as follows: that he is Director of Paribas, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

NICOLE IVY RYAN
Notary Public, State of New York
No. 01RY0015181
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Oct. 25, 2000